

B1 (Official Form 1) (04/13)

United States Bankruptcy Court SOUTHERN DISTRICT OF TEXAS LAREDO DIVISION		Voluntary Petition Case #: 14-50155											
Name of Debtor (if individual, enter Last, First, Middle): GBG Ranch, LTD, a Texas Limited Partnership		Name of Joint Debtor (Spouse) (Last, First, Middle):											
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):											
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-4932475		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):											
Street Address of Debtor (No. and Street, City, and State): 1019 Chihuahua Laredo, TX		Street Address of Joint Debtor (No. and Street, City, and State):											
		ZIP CODE 78040	ZIP CODE										
County of Residence or of the Principal Place of Business: Webb		County of Residence or of the Principal Place of Business:											
Mailing Address of Debtor (if different from street address): 1019 Chihuahua Laredo, TX		Mailing Address of Joint Debtor (if different from street address):											
		ZIP CODE 78040	ZIP CODE										
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE											
Type of Debtor (Form of Organization) (Check one box.)		Nature of Business (Check one box.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)										
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding										
Chapter 15 Debtors Country of debtor's center of main interests:		Tax-Exempt Entity (Check box, if applicable.)	Nature of Debts (Check one box.)										
Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.										
Filing Fee (Check one box.)		Check one box: Chapter 11 Debtors <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.											
		Check if: <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).											
Statistical/Administrative Information		THIS SPACE IS FOR COURT USE ONLY											
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.													
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>		<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000		
<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000				
Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion				
Estimated Liabilities <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion				

B1 (Official Form 1) (04/13)

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): GBG Ranch, LTD, a Texas Limited Partnership		
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)				
Location Where Filed:		Case Number:	Date Filed:	
Location Where Filed:		Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)				
Name of Debtor:		Case Number:	Date Filed:	
District:		Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).		
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Date		
Exhibit C				
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?				
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.				
Exhibit D				
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)				
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.				
If this is a joint petition:				
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.				
Information Regarding the Debtor - Venue (Check any applicable box.)				
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.				
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)				
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)				
(Name of landlord that obtained judgment)				
(Address of landlord)				
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).				

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): GBG Ranch, LTD, a Texas Limited Partnership
Signatures		
<p>Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____</p> <p>X _____</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>		<p>Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative) (Printed Name of Foreign Representative) Date _____</p>
<p>Signature of Attorney* X <u>/s/ Law Offices of Carl M. Barto</u> Law Offices of Carl M. Barto Bar No. 01852100</p> <p>Law Offices of Carl M. Barto 817 Guadalupe St. Laredo, Texas 78040</p> <p>Phone No. (956) 725-7500 Fax No. (956) 722-6739</p> <p>7/19/2014 Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>		<p>Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____</p> <p>Address _____</p> <p>X _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p>Computer software provided by LegalPRO Systems, Inc., San Antonio, Texas (210) 561-5300, Copyright 1996-2014 (Build 10.0.14.1, ID 2643266144)</p>		

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. **14-50155**Chapter **11**

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.

2. The following financial data is the latest available information and refers to the debtor's condition on 12/31/2013.

a. Total Assets	_____			
b. Total debts (including debts listed in 2.c., below)	_____			
c. Debt securities held by more than 500 holders:		Approximate number of holders:		
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	_____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	_____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	_____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	_____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	_____	_____

- d. Number of shares of preferred stock _____

- e. Number of shares of common stock _____

Comments, if any:

3. Brief description of debtor's business:

Own and operate real property and improvements consisting of approximately 20,000 acres including 5,000 acres +- of mineral classified lands

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

See Exhibit B

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
5,297.32 Surface acres of land, more or less, enclosed within the perimeter fences in what is known as the Hill Ranch, Webb County, Texas, described more particularly as Exhibit A-1 attached hereto (exclusive of mineral classified revenue)	Rental property	\$12,000,000.00	\$0.00
8,673.86 surface Acres of land, more or less, enclosed within the perimeter fences in what is known as the Corazon Ranch, Webb County, Texas, described more particularly on Exhibit A-2 attached hereto (No current mineral classified Revenue)	Real property	\$13,000,000.00	\$0.00
6,709.81 surface acres of land, more or less, enclosed within the perimeter fences in what is known as the Oilton Ranch, Webb County, Texas, described more particularly on Exhibit A-3 attached hereto	Real property	\$10,400,000.00	\$0.00
Total:			\$35,400,000.00

(Report also on Summary of Schedules)

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X	Checking account at International Bank of Commerce DDA Acct. no. 2111406082	\$57,631.38
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.	X	Checking account at International Bank of Commerce MMKT Acct. no. 2111406090	\$90,007.95
		Checking account at Prosperity Bank DDA Acct. no. 5850331	\$3,421.45
		Checking account at Prosperity Bank MMKT 9221573	\$34,266.52
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.		Furniture and appliances Oilton Main House	\$5,000.00
		Furniture and applicances Oilton Hunters Lodge	\$500.00
		Furniture and appliance at Oilton hunters 2nd lodge	\$1,500.00
		Furniture and appliance at school/home Oilton	\$500.00
		Furniture and appliance at Hill Ranch House	\$800.00
		Furniture and appliance at Corcobada House on Corazon Ranch	\$5,000.00
		Furniture and appliances at main house at Corazon Ranch	\$4,000.00
		Appliances at Hunters Lodge at Corazon Ranch	\$500.00

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 1*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.	X		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Counterclaim vs. Guillermo Benavides Z. Counterclaim vs. Anam LTD Counterclaim vs. Quinta Wind Counterclaim vs. Guillermo R. Benavides	\$6,392,730.00 \$7,736,119.00 Unknown \$6,538,730.00

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 3*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		Counterclaim vs. Mario Benavides AMOUNT TO BE DETERMINED	Unknown
		Counterclaim vs. NRCS AMOUNT TO BE DETERMINED	Unknown
		Counterclaim vs. Benavides Family Mineral LTD	\$1,200,000.00
		Claims vs Robert N. Freeman for conversion AMOUNT TO BE DETERMINED	Unknown
		Roberto Saldivar	\$7,500.00
		Claim for rental income owed by GBG Cattle & Hunting Co. LLC.	\$626,683.50
		All claims or counterclaims asserted by debtor in the consolidated state court case no. 2011CVF000194-D1	Unknown
		Offset rights against affiliates for payment of attorneys fees, including Benavides Family Minerals, LTD, and Guillermo Benavides Garza Investment CO.	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 4

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Motor Grader-Galion 7500L, 1984 Yellow Serial No. 10c10719	\$12,000.00
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.		Power Washer Woods Drilling Motor Honda Engine Diesel Generator Bronson trailer Tractor Mower Tractor Mower Water Pump	\$35,700.00
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 5*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.		Revenue payable by Laredo Energy to GBG Ranch, LTD. as Agent for the State of Texas for mineral classified lands (Estimated value of mineral income stream approximately \$30,000.00 per month estimated for a 5 year payout period generated out of currently producing mineral classified lands on the Hill Ranch)	\$1,800,000.00

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

5 continuation sheets attached

Total >

\$24,552,589.80

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

11 U.S.C. § 522(b)(2)
 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds
\$155,675.*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
* Amount subject to adjustment on 4/01/16 and every three years thereafter with respect to cases commenced on or after the date of adjustment.		\$0.00	\$0.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #:		DATE INCURRED: NATURE OF LIEN: Ad valorem taxes COLLATERAL: Real Property REMARKS:				Notice Only	Notice Only
City of Laredo c/o Flores & Saucedo, PLLC 5517 McPherson Rd. Ste. 14 Laredo, TX 78041		VALUE: \$0.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Notice only for Web CISD COLLATERAL: Notice only REMARKS:				Notice Only	Notice Only
Diane W. Sanders Linebarger Goggan Blair & Sampson, LL P.O. Box 17428 Austin, TX 78760-7777		VALUE: \$0.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: business debt COLLATERAL: Real Property REMARKS:				\$5,456.80	
United I S D c/o Guillermo Alarcon 1302 Washington St. Laredo, TX 78040		VALUE: \$5,456.80					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Notice only for COLLATERAL: Ad Valorem taxes on the Oilton Ranch REMARKS:				Unknown	Unknown
WEBB CISD C/O Linebarger Goggan Blair & Sampson, LL P.O. Box 17428 Austin, TX 78760-7428		VALUE: \$0.00					
Subtotal (Total of this Page) >						\$5,456.80	\$0.00
Total (Use only on last page) >							

1 continuation sheets attached

(Report also on
Summary of
Schedules.)(If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
				DISPUTED		
ACCT #:		DATE INCURRED: NATURE OF LIEN: Ad valorem taxes COLLATERAL: Real Properties REMARKS:			\$2,131.17	
Webb County c/o Castillo, Montemayor & Solis, PC 7718 McPherson Rd. Ste. #F105 Laredo, TX 78045		VALUE: \$2,131.17				

Sheet no. 1 of 1 continuation sheets attached
to Schedule of Creditors Holding Secured Claims

Subtotal (Total of this Page) >	\$2,131.17	\$0.00
Total (Use only on last page) >	\$7,587.97	\$0.00

(Report also on
Summary of
Schedules.)(If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

B6E (Official Form 6E) (04/13)

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.) **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

 Administrative allowances under 11 U.S.C. Sec. 330

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

* Amounts are subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

No _____ continuation sheets attached

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Anam Management, L.C. 318 Bordeaux Laredo, Texas 78041		DATE INCURRED: CONSIDERATION: Litigation Claims REMARKS:	X	X	X	Unknown
ACCT #: Anam, LTD 318 Bordeaux Laredo, Texas 78040		DATE INCURRED: CONSIDERATION: Litigation claims REMARKS:	X	X	X	Unknown
ACCT #: Benavides Family Minerals, LTD 1019 Chihuahua Laredo, Texas 78040		DATE INCURRED: CONSIDERATION: August 2013 to July 2014 REMARKS: Fee Advances for litigation expenses				\$500,000.00
ACCT #: Carl J. Kolb PC 916 Chulie San Antonio, Texas 78210		DATE INCURRED: CONSIDERATION: Attorneys fees REMARKS:				\$38,000.00
ACCT #: Dan Hanke 2161 NW Miliary HWY, Ste 103 San Antonio, Texas 78213		DATE INCURRED: CONSIDERATION: Accounting service REMARKS:				\$5,800.00
ACCT #: Dan King Bordas Wind Energy 3650 Locklane Houston, Texas 77027		DATE INCURRED: CONSIDERATION: Notice Only-For Quita Wind Energy LLC REMARKS:				Notice Only
Subtotal >						\$543,800.00
Total >						
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

B6F (Official Form 6F) (12/07) - Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Golden West Oil PO Box 6127 Austin TX 78762		DATE INCURRED: CONSIDERATION: Fuel and detergent products REMARKS:				\$535.45
ACCT #: Guillermo Benavides Z. 318 Bordeaux Laredo, Texas 78045		DATE INCURRED: CONSIDERATION: Lawsuit REMARKS:	X	X	X	Unknown
ACCT #: Guillermo R. Benavides 1918 Guerrero St. Laredo, TX 78043		DATE INCURRED: CONSIDERATION: Lawsuit REMARKS:	X	X	X	Unknown
ACCT #: Quita Wind Energy Company LLC 1918 Guerrero St. Laredo, Texas 78043		DATE INCURRED: CONSIDERATION: Disputed Lease Claim REMARKS:	X	X	X	\$4,500,000.00
ACCT #: Rafael Morales 1301 Chacon Laredo, Texas 78041		DATE INCURRED: CONSIDERATION: Maintenance Construction work at Corazon Oilton REMARKS:				\$8,500.00
ACCT #: Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045	X	DATE INCURRED: CONSIDERATION: Mediator Monthly Billing REMARKS: For proportionate share of unpaid mediation fees				Unknown

Sheet no. 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority ClaimsSubtotal > **\$4,509,035.45**

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Torrecillos Wind Energy, LLC 3000 El Camino Real S. Palo Alto Square, Suite 700 Palo Alto CA 94306-2122		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only

Sheet no. 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >	\$0.00
Total >	\$5,052,835.45

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Cliff Davis PO Box 439 Carizzo Spring, Texas 78834	Grazing lease on the Hill Ranch, Eastside of I35 Salado Pasture approximately 1000 acres
Corrected Quita Wind Lease 1918 Guerrero St. Laredo, Texas 78043	99 year lease encumbering all ranches which purports to gives lessee the right to lease ranches for wind production executed in 2007.
GBG Cattle & Hunting Co. LLC 1019 Chihuahua Laredo, Texas 78040	Grazing and hunting lease on Oilton, Hill and Corazon Ranches
Huisache Cattle Co. LTD. HCR 1 Box 5 Aguilares, Texas 78369	Grazing Lease on 700 acres of Hill Ranch in the Cuchilla Pasture, located between I-35 and State HWY 83 and being on the south side of the Camino Columbia Toll Road
January 15, 2014 Rule 11 Agreement entered in Cause No. 2011-000194-D1 in the 49th Judicial District Court of Webb County, Texas	Rule 11 regarding sale of Corazon Ranch owned by GBG Ranch, LTD. Reject Contract to be REJECTED

B6G (Official Form 6G) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155
(if known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Continuation Sheet No. 1

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
July 29, 2013 Rule 11 Agreement Entered in Cause No. 2011-000194-D1 in the 49th Judicial District Court of Webb County, Texas	Rule 11 regarding payment and processing of checks and invoices by GBG Ranch, LTD., among other Reject as to GBG Ranch, LTD. Contract to be REJECTED
Kandy Walker 5210 San Bernardo Ste. 101 Laredo, Texas 78041	Hunting lease on the 750 acres on Hill Ranch in Chuchilla Pasture
Marcel Frey 3200 Southwest Freeway Ste. 1900 Houston, Texas 77027	Hunting lease 5000 acres on the Oilton Ranch, Eastside Carolina Rd., expires 9-15-2014
March 28, 2014 Rule 11 Rule 11 agreement entered in Cause No. 2011-000194-D1 in the 49th Judicial District Court of Webb County, Texas	Rule 11 regarding various matters. Reject as to GBG Ranch, LTD. Contract to be REJECTED
Purchase and Sale Agreement dated February 26, 2014, as modified between GBG Ranch, LTD and Robert P. Gutierrez or Assigns	Sale and longterm lease of Corazon Ranch. Contract to be rejected. Contract to be REJECTED

B6G (Official Form 6G) (12/07)

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155
(if known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Continuation Sheet No. 2

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Robert C. Cadena d/b/a 3C Cattle Co. 800 E. Mann Rd. Ste. 103 Laredo, TX 78041	Grazing lease on all of the Corazon expires 11/21/2015
Robert C. Cadena d/b/a 3C Cattle Co. 800 E. Mann Rd. Ste. 103 Laredo, Texas 78041	Grazing lease on 3,461 acres on the Hill Ranch, expires 12/31/2018
Robert C. Cadena d/b/a 3C Cattle Co. 800 E. Mann Rd. Ste. 103 Laredo, Texas 78041	Grazing lease on 6620 acres on the Oilton Ranch, expires 01/31/2017
Wind Sublease Agreement by and among Quita Wind Energy Company, LLC GBG Ranch, LTD. and Torrecillas Wind Energy, LLC dated March 31, 2014	Wind lease on Oilton Ranch

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Benavides Family Minerals, LTD 1019 Chihuahua Laredo, Texas 78040	Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045
GBG Cattle & Hunting Co. LLC 1019 Chihuahua Laredo, TX 78040	Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045
Guillermo Benavides Garza Investment Company 1019 Chihuahua Laredo, Texas 78040	Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045
Residary Trust under the Will of Guillermo Benavides Garza 1019 Chihuahua Laredo, Texas 78040	Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045

B 6 Summary (Official Form 6 - Summary) (12/13)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

In re **GBG Ranch, LTD, a Texas Limited Partnership**Case No. **14-50155**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$35,400,000.00		
B - Personal Property	Yes	6	\$24,552,589.80		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	2		\$7,587.97	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$5,052,835.45	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
TOTAL		17	\$59,952,589.80	\$5,060,423.42	

B6 Declaration (Official Form 6 - Declaration) (12/07)
In re **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. 14-50155
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Manuel A. Benavides, President Gen Ptner of the Partnership named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 19 sheets, and that they are true and correct to the best of my knowledge, information, and belief.
(Total shown on summary page plus 1.)

Date 7/19/2014

Signature /s/ Guillermo Benavides Garza Investment Co.
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen Ptner

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the TWO YEARS immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$1,340,199.96	2012 US Return of Partnership Income
\$674,454.47	2013- Accountant statement
\$278,359.75	2014 Year to date-Accountant statement

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the TWO YEARS immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 DAYS immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 DAYS immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Howland Engineering and Surveying Co.	05/01/14	\$10,554.38	\$0.00

Ranch Survey

Rafael Morales 1301 Chacon Laredo, Texas 78041	4/23/14	\$22,815.00	\$0.00
--	---------	-------------	--------

Rafael Morales 1301 Chacon Laredo, Texas 78041	5/12/14	\$2,325.00	\$0.00
--	---------	------------	--------

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 1

Rafael Morales 1301 Chacon Laredo, Texas 78041	6/14/14	\$940.00	\$0.00
Rafael Morales 1301 Chacon Laredo, Texas 78041	6/10/14	\$890.00	\$0.00
Rafael Morales 1301 Chacon Laredo, Texas 78041	6/10/14	\$16,604.00	\$0.00
Rafael Morales 1301 Chacon Laredo, Texas 78041	6/11/14	\$450.00	\$0.00
Rafael Morales 1301 Chacon Laredo, Texas 78041	6/30/14	\$1,600.00	\$0.00
Rafael Morales 1301 Chacon Laredo, Texas 78041	6/30/14	\$2,600.00	\$0.00
Rafael Morales 1301 Chacon Laredo, Texas 78041	4/23/14	\$2,770.00	\$0.00

Repairs and maintenance on 3 ranches

None

c. All debtors: List all payments made within ONE YEAR immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
GBGIC-extraordinay reimbursable expense	5-15-2013	\$26,589.98	\$0.00
GBGIC-Administracion Fee	09-5-2013	\$19,350.00	\$0.00
GBG C&H-Joint costs allocable by entity	09-19-2013	\$16,543.89	\$0.00
GBGIC-administration fee	11-5-2013	\$19,350.00	\$0.00
GBGIC-Extraordinary Reimbursable expense	11-27-2013	\$15,440.38	\$0.00
GBG C&H Joint costs allocable by Entity	11-27-13	\$10,000.00	\$0.00
Manuel A. Benavides -Reimbursable expense	12-21-2013	\$39.00	\$0.00
Manuel A. Benavides-Reimbursable expense	12-21-2013	\$2,800.00	\$0.00
Manuel A. Benavides-Reimbursbale expense	02-11-2014	\$27.00	\$0.00
GBGIC-administration expense	03-26-2014	\$8,250.00	\$0.00

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 2

Manuel A. Benavides-reimbursable expense	06-11-2014	\$13.53	\$0.00
---	-------------------	----------------	---------------

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within ONE YEAR immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Anam LTD, Guillermo Benavides Z., and Guillermo R. Benavides. vs. GBG Ranch, LTD. Vs. Anam L.C., Guillermo Benavides, Z. and Guillermo R. Benavides		Five case consolidated into 2011CVF000194D1 in the 49th Judicial District Court of Webb County, Texas	Pending

None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

None

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None

a. Describe any assignment of property for the benefit of creditors made within 120 DAYS immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None

List all gifts or charitable contributions made within ONE YEAR immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS*Continuation Sheet No. 3***8. Losses**

None

List all losses from fire, theft, other casualty or gambling within ONE YEAR immediately preceding the commencement of this case OR SINCE THE COMMENCEMENT OF THIS CASE. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
Approximately 48 acts of trespass, vandelism and theft have been committed against the Debtor and various members of Manuel A. Benavides family and his mother Norma Z. Benavides to intimidate the debtor. The costs of repairing damages to the debtor's property is estimated to be at least \$40,000.00.		Approximately July 2011-July of 2013
The compaign of harrasment has caused the company to incur in excess of \$100,000.00 in security cost.		

9. Payments related to debt counseling or bankruptcy

None

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within ONE YEAR immediately preceding the commencement of this case.

10. Other transfers

None

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within TWO YEARS immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

b. List all property transferred by the debtor within TEN YEARS immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
Trevino Ranch to Anan, LTD	2006	\$3,408,730.00 Note Recievable
Cook Ranch to Anam, LTD	2004	\$1,750,000.00 Note Recievable

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 4

11. Closed financial accounts

None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within ONE YEAR immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

None

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 DAYS preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None

List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None

If the debtor has moved within THREE YEARS immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within EIGHT YEARS immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 5

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
Corazon ranch	TCEQ Report on area north of HWY 59: Peirochemical solvent, cleanup completed and confirmed.		

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

None a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within SIX YEARS immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within SIX YEARS immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within SIX YEARS immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within SIX YEARS immediately preceding the commencement of this case.

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 6

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within SIX YEARS immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement ONLY if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None

a. List all bookkeepers and accountants who within TWO YEARS immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Jorge Martinez
Garza, Martinez & Co LLP
CPAs
107 Calle Del Norte
Suite 15A, Laredo, Texas 78044

Before April 2014

Jorge Martinez
Gutierrez and Martinez Co, LLP
9114 McPherson Suite 2507
Laredo, Texas 78045

Since April 2014 thru present

None

b. List all firms or individuals who within TWO YEARS immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Jorge Martinez
Gutierrez and Mendez Co, LLP
9114 McPherson Suite 2507
Laredo, Texas 78045

None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
------	---------

Jorge Martinez
Gutierrez and Mendez Co, LLP
9114 McPherson Suite 2507
Laredo, Texas 78045

None

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within TWO YEARS immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

International Bank of Commerce

20. Inventories

None

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 7

None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Guillermo Benavides Garza Investment 1019 Chihuahua Laredo, Texas 78040		2.00
Guillermo Benavides, Z 318 Bordouex Dr. Laredo, Texas 78045		10.00
Damiana Agusta Benavides 1996-M Trust 1019 Chihuahua Laredo, Texas 78040		1.118500
Adan Manuel Benavides 1996-m Trust 1019 Chihuahua Laredo, Texas 78040		1.118500
Lisbeth Amanda Benavides 1996-M Trust 1019 Chihuahua Laredo, Texas 78040		1.118500
Residuary Trust u.w Guillermo Benavidez 1019 Chihuahua Laredo, Texas 78040		20.000000
Damiana Agusuta Benavides 1997_m Trust 1019 Chihuahua Laredo, Texas 78040		8.631500
Adan Manuel Benavides 1997-M Trust 1019 Chihuahua Laredo, Texas 78040		8.631500
Lisbeth Amanda Benavides 1997-M trust 1019 Chihuahua Laredo, Texas 78040		8.631500
Emille Natalia Benavides 1997-C Trust 1019 Chihuahua Laredo, Texas 78040		9.750000
Guillermo Francisco Benavides 99-C Trust 318 Bordouex Laredo, Texas 78041		6.500000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION

In re: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 8

Alejandro Mauricio Benavides 99C Trust 318 Bordeaux Laredo, Texas 78041	6.500000
Guillermo F. Benavides 2012 Trust 318 Bourdeaux Laredo, Texas 78045	8.000000
Alejandro M. Benavides 2012 Trust 318 Bourdeaux Laredo, Texas 78045	8.000000

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

22. Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within ONE YEAR immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE OF WITHDRAWAL
------------------	--------------------

**Manuel A Benavides transferred his limited
partnership interest ratably to his children's
trust sec. 21.9.**

None b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within ONE YEAR immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during ONE YEAR immediately preceding the commencement of this case.

24. Tax Consolidation Group

None If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within SIX YEARS immediately preceding the commencement of the case.

25. Pension Funds

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within SIX YEARS immediately preceding the commencement of the case.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION

In re: **GBG Ranch, LTD, a Texas Limited Partnership**

Case No. 14-50155

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 9

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 7/19/2014

Signature /s/ Guillermo Benavides Garza Investment Co.
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.
18 U.S.C. §§ 152 and 3571

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

IN RE: **GBG Ranch, LTD, a Texas Limited Partnership**CASE NO **14-50155**CHAPTER **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept: Hourly: Estimated Total **\$150,000.00**

Prior to the filing of this statement I have received: **\$0.00**

Balance Due: Hourly: Approximately **\$150,000.00**

2. The source of the compensation paid to me was:

Debtor Other (specify)

3. The source of compensation to be paid to me is:

Debtor Other (specify)

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with another person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;

b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;

c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

7/19/2014

Date

/s/ Law Offices of Carl M. Barto

Law Offices of Carl M. Barto

Bar No. 01852100

Law Offices of Carl M. Barto

817 Guadalupe St.

Laredo, Texas 78040

Phone: (956) 725-7500 / Fax: (956) 722-6739

/s/ Guillermo Benavides Garza Investment Co.

Guillermo Benavides Garza Investment Co.

Manuel A. Benavides, President Gen Ptner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

IN RE: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. **14-50155**Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]

Quita Wind Energy Company LLC 1918 Guerrero St. Laredo, Texas 78043	Disputed Lease Claim	<i>Contingent</i> <i>Unliquidated</i> <i>Disputed</i>	\$4,500,000.00
---	----------------------	---	-----------------------

Benavides Family Minerals, LTD 1019 Chihuahua Laredo, Texas 78040	August 2013 to July 2014		\$500,000.00
---	--------------------------	--	---------------------

Carl J. Kolb PC 916 Chulie San Antonio, Texas 78210	Attorneys fees		\$38,000.00
---	----------------	--	--------------------

Rafael Morales 1301 Chacon Laredo, Texas 78041	Maintenance Construction work at Corazon Oilton an		\$8,500.00
--	---	--	-------------------

Dan Hanke 2161 NW Miliary HWY, Ste 103 San Antonio, Texas 78213	Accounting service		\$5,800.00
---	--------------------	--	-------------------

Golden West Oil PO Box 6127 Austin TX 78762	Fuel and detergent products		\$535.45
---	-----------------------------	--	-----------------

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

IN RE: **GBG Ranch, LTD, a Texas Limited Partnership**Case No. **14-50155**Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 1

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, goverment contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]

Raul Vasquez 7718 McPherson Ste. f-105 Laredo, Texas 78045	Mediator Monthly Billing	\$0.00
--	--------------------------	--------

Guillermo R. Benavides 1918 Guerrero St. Laredo, TX 78043	Lawsuit	<i>Contingent Unliquidated Disputed</i>
---	---------	---

Guillermo Benavides Z. 318 Bordeaux Laredo, Texas 78045	Lawsuit	<i>Contingent Unliquidated Disputed</i>
---	---------	---

Anam, LTD 318 Bordeaux Laredo, Texas 78040	Litigation claims	<i>Contingent Unliquidated Disputed</i>
--	-------------------	---

Anam Management, L.C. 318 Bordeaux Laredo, Texas 78041	Litigation Claims	<i>Contingent Unliquidated Disputed</i>
--	-------------------	---

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manuel A. Benavides, President Gen Ptner of the Partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 7/19/2014

Signature: /s/ Guillermo Benavides Garza Investment Co.
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen Ptner

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION

IN RE: **GBG Ranch, LTD, a Texas Limited Partnership**

CASE NO **14-50155**

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 7/19/2014

Signature */s/ Guillermo Benavides Garza Investment Co.*
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen Ptner

Date _____

Signature _____

Anam Management, L.C.
318 Bordeaux
Laredo, Texas 78041

Anam, LTD
318 Bordeaux
Laredo, Texas 78040

Benavides Family Minerals, LTD
1019 Chihuahua
Laredo, Texas 78040

Carl J. Kolb PC
916 Chulie
San Antonio, Texas 78210

City of Laredo
c/o Flores & Saucedo, PLLC
5517 McPherson Rd. Ste. 14
Laredo, TX 78041

Cliff Davis
PO Box 439
Carizzo Spring, Texas 78834

Corrected Quita Wind Lease
1918 Guerrero St.
Laredo, Texas 78043

Dan Hanke
2161 NW Miliary HWY, Ste 103
San Antonio, Texas 78213

Dan King
Bordas Wind Energy
3650 Locklane
Houston, Texas 77027

Diane W. Sanders
Linebarger Goggan Blair & Sampson, LLP
P.O. Box 17428
Austin, TX 78760-7777

GBG Cattle & Hunting Co. LLC
1019 Chihuahua
Laredo, Texas 78040

GBG Cattle & Hunting Co. LLC
1019 Chihuahua
Laredo, TX 78040

Golden West Oil
PO Box 6127
Austin TX 78762

Guillermo Benavides Garza
Investment Company
1019 Chihuahua
Laredo, Texas 78040

Guillermo Benavides Z.
318 Bordeaux
Laredo, Texas 78045

Guillermo R. Benavides
1918 Guerrero St.
Laredo, TX 78043

Huisache Cattle Co. LTD.
HCR 1 Box 5
Aguilares, Texas 78369

January 15, 2014 Rule 11
Agreement entered in Cause No.
2011-000194-D1 in the 49th Judicial
District Court of Webb County, Texas

July 29, 2013 Rule 11
Agreement Entered in Cause No.
2011-000194-D1 in the 49th Judicial
District Court of Webb County, Texas

Kandy Walker
5210 San Bernardo Ste. 101
Laredo, Texas 78041

Marcel Frey
3200 Southwest Freeway Ste. 1900
Houston, Texas 77027

March 28, 2014 Rule 11
Rule 11 agreement entered in Cause No.
2011-000194-D1 in the 49th Judicial
District Court of Webb County, Texas

Purchase and Sale Agreement
dated February 26, 2014, as modified
between GBG Ranch, LTD and
Robert P. Gutierrez or Assigns

Quita Wind Energy Company LLC
1918 Guerrero St.
Laredo, Texas 78043

Rafael Morales
1301 Chacon
Laredo, Texas 78041

Raul Vasquez
7718 McPherson Ste. f-105
Laredo, Texas 78045

Residary Trust under the Will of
Guillermo Benavides Garza
1019 Chihuahua
Laredo, Texas 78040

Robert C. Cadena d/b/a 3C Cattle Co.
800 E. Mann Rd. Ste. 103
Laredo, TX 78041

Robert C. Cadena d/b/a 3C Cattle Co.
800 E. Mann Rd. Ste. 103
Laredo, Texas 78041

Torrecillos Wind Energy, LLC
3000 El Camino Real
S. Palo Alto Square, Suite 700
Palo Alto CA 94306-2122

United I S D
c/o Guillermo Alarcon
1302 Washington St.
Laredo, TX 78040

WEBB CISD C/O
Linebarger Goggan Blair & Sampson, LLP
P.O. Box 17428
Austin, TX 78760-7428

Webb County
c/o Castillo, Montemayor & Solis, PC
7718 McPherson Rd. Ste. #F105
Laredo, TX 78045

Wind Sublease Agreement
by and among Quita Wind Energy
Company, LLC GBG Ranch, LTD. and
Torrecillas Wind Energy, LLC
dated March 31, 2014

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
LAREDO DIVISION**

IN RE:
GBG Ranch, LTD, a Texas Limited Partnership

CHAPTER 11

DEBTOR(S)

CASE NO 14-50155

LIST OF EQUITY SECURITY HOLDERS

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
--	-------------------	-------------------	--------------------------------

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manuel A. Benavides, President Gen Ptner of the Partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 7/19/2014

Signature: /s/ Guillermo Benavides Garza Investment Co.
Guillermo Benavides Garza Investment Co.
Manuel A. Benavides, President Gen Ptner